

**Responsible Forest Management Australia Limited trading as
FSC Australia
ACN 120 667 870**

NOTICE OF SPECIAL RESOLUTION # 3

Notice is given pursuant to clause 16.2 of the Constitution of Responsible Forest Management Australia Limited, a company limited by guarantee and registered in the State of Victoria trading as FSC Australia (“the company”) that at the coming annual general meeting to be held on 29 May 2014, it is intended that the following motion be proposed as a special resolution:

THAT the constitution of the company be amended as follows:

1. In Rule 1.1:

Add

“Independent Chair means a person who is not a member or representative of an Organisation Member of the Company and who has been appointed pursuant to Rule 13.5(b).”

2. In Rule 5.4 remove the words “*of Directors*” on both occurrences
3. In Rule 5.8(j) delete “the” and insert “*elected pursuant to Rule 13.5(a)a*” after the word ‘Chair’.
4. In Rule 13.5 replace the words present with:

“13.5 Chair of Directors

(a) The Directors shall either:

- a. elect one of their number as their Chair and who will hold office as Chair for a period of 12 months; or
- b. appoint a person from outside the membership of the organisation as an Independent Chair pursuant to the rules in 14.6.

(b) Where the Chair is elected pursuant to rule 13.5(a)a, the Chair shall be elected at the first meeting after the Annual General Meeting.

(c) Where a meeting of Directors is held and:

- (i) a Chair has not been elected or appointed as provided by Rule 13.5(a); or
- (ii) the Chair is not present at the time appointed for the holding of the meeting or does not wish to chair the meeting,

the Directors present may elect one of their number to be chair of the meeting.”

5. In Rule 13.6(e) insert the words "*selected pursuant to Rule 13.5(a)a*" following the word 'Chair'.